

EXHIBIT B

**DEFENDANT LOVEJOY, INC.'S ANSWER AND
AFFIRMATIVE DEFENSES TO PLAINTIFFS'
SECOND AMENDED COMPLAINT**

Defendant, Lovejoy, Inc. ("Lovejoy"), by its attorneys, answers Plaintiffs' Second Amended Complaint and states its Affirmative Defenses as follows:

COMMON ALLEGATIONS

Nature of the Action

1. This is a class action brought by and on behalf of the owners and residents of more than 800 homes located in unincorporated DuPage County, Illinois whose drinking water has been contaminated by cancer-causing pollutants dumped by defendants. Plaintiffs have discovered that the drinking water in their homes has been, and continues to be, polluted with unhealthy levels of dangerous chemicals, including trichloroethylene ("TCE") and perchloroethylene ("PCE"), known human carcinogens and mutagens. The defendants generated and dumped these dangerous chemicals, which have commingled in the groundwater and migrated onto Plaintiffs' properties. The Plaintiffs seek, among other things, orders requiring defendants to abate the endangerment to health posed by the contamination, to reimburse Plaintiffs for the costs they have incurred and will incur in connection with the contamination, and to recover compensatory and punitive damages for their injuries.

ANSWER: Lovejoy admits Plaintiffs seek the relief identified in Paragraph 1 but denies that Plaintiffs are entitled to such relief. Lovejoy denies the remaining allegations of Paragraph 1.

Plaintiffs

2. Plaintiffs Ann and Ed Muniz, are citizens of the State of Illinois and reside in unincorporated DuPage County, Illinois. They own the property located at 5617 Pershing with a mailing address of Downers Grove, Illinois.

ANSWER: Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 2 and accordingly denies them.

3. Plaintiffs Joseph and Diane Shroka, are citizens of the State of Illinois and reside in unincorporated DuPage County, Illinois. They own the property located at 5854 Chase with a mailing address of Downers Grove, Illinois.

ANSWER: Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 3 and accordingly denies them.

4. Defendant Rexnord Corporation ("Rexnord") is an Illinois corporation that owns, occupies, operates and controls the properties located at 2400 Curtiss Street, 2232 Wisconsin Avenue and 2324 Curtiss Street, Downers Grove, Illinois within the Ellsworth Industrial Park located immediately north of the Class Area. According to the USEPA, Rexnord has been present at its main facility at 2400 Curtiss Street in the Ellsworth Industrial Park for over 40 years, has been present at its facility located at 2324 Curtiss Street since approximately 1981, and has used chlorinated solvents, including TCE and PCE. Chlorinated solvents have been spilled at the site and entered the soil and groundwater. A 2002 report by USEPA found TCE and PCE in the soil and groundwater at the facility.

ANSWER: Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the allegations in Paragraph 4 and accordingly denies them.

5. Defendant Ames Supply Co. ("Ames") is an Illinois corporation that owned, occupied, operated and controlled the property located at 2537 Curtiss Street, Downers Grove, Illinois within the Ellsworth Industrial Park located immediately north of the Class Area from 1962 through 2001. Ames has used chlorinated solvents, including TCE and PCE. According to the USEPA, groundwater investigations by Ames in 2000 and 2001 indicate spillage of, among

other chemicals, TCE and PCE. A 2002 report by USEPA detected TCE and PCE in the groundwater at the site.

ANSWER: Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 5 and accordingly denies them.

6. Defendant The Morey Corporation ("Morey") is an Illinois corporation for many years owned, occupied, operated and controlled the property located at 2659 Wisconsin Avenue, Downers Grove, Illinois within the Ellsworth Industrial park located immediately north of the Class Area. Morey has used TCE, PCE and other hazardous substances over several years at its facility, and has reported a release of hazardous substances, including TCE. Investigations by Morey in 2000 and 2001 showed high levels of TCE, PCE and other hazardous substances in the soil at the facility.

ANSWER: Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 6 and accordingly denies them.

7. Defendant Scot, Incorporated ("Scot") is an Illinois corporation that owns, occupies, operates and controls the property located at 2525 Curtiss Street, Downers Grove, Illinois, within the Ellsworth Industrial Park located immediately north of the Class Area. Scot has operated at its facility for approximately 43 years. According to the USEPA, previous investigations by Scot in 2001 and 2002 indicated high levels of PCE, TCE and other hazardous substances in the soil at the facility. A 2002 report by USEPA indicates that PCE and TCE are present in the soil and PCE and TCE were detected in the groundwater at the facility.

ANSWER: Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 7 and accordingly denies them.

8. Defendant Lindy Manufacturing Co. ("Lindy") is an Illinois corporation that has owned, occupied, operated and controlled the property located at 5200 Katrine Avenue, Downers Grove, Illinois within the Ellsworth Industrial Park located immediately north of the Class Area. According to a 2002 USEPA report, Lindy has used and continues to use chlorinated solvents, including TCE. USEPA also found TCE in the soil and groundwater at the facility.

ANSWER: Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 8 and accordingly denies them.

9. Defendant Precision Brand Products, Inc. ("Precision Brand") is an Illinois corporation that since 1965 has owned, occupied, operated and controlled the property located at 2400 Curtiss Street, Downers Grove, Illinois within the Ellsworth Industrial park located immediately north of the Class Area. According to USEPA, the facility used TCE from approximately 1970 through 1978 and PCE from 1978 through 1979. A 2002 USEPA report indicates that soil and groundwater samples at the site indicate the presence of TCE and PCE.

ANSWER: Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 9 and accordingly denies them.

10. Defendant Tricon Industries ("Tricon") is an Illinois corporation that has owned, occupied, operated and controlled the properties located at 2325 Curtiss Street and 5000 Chase Avenue, and occupies, operates and controls the property located at 5400 Janes Avenue in Downers Grove, Illinois within the Ellsworth Industrial Park located immediately north of the

Class Area. According to USEPA, Tricon used chlorinated solvents, including TCE, PCE and other hazardous substances over several years, which have spilled into the soil and groundwater. A 2002 USEPA report indicates that high levels of TCE, in addition to PCE, have been detected in the soil at Tricon.

ANSWER: Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 10 and accordingly denies them.

11. Defendant Magnetrol International, Inc. ("Magnetrol") is an Illinois corporation that owns, occupies, operates and controls the property located at 5300 Belmont Road, Downers Grove, Illinois within the Ellsworth Industrial Park located immediately north of the Class Area. Magnetrol has used TCE and other hazardous substances over several years starting at least in 1982 at its facility. According to the USEPA, a previous investigation identified leaking chemicals at the facility.

ANSWER: Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 11 and accordingly denies them.

12. Defendant Arrow Gear Company ("Arrow Gear") is an Illinois corporation that owns, occupies, operates and/or controls the property located at 2301 Curtiss Street, Downers Grove, Illinois within the Ellsworth Industrial Park located immediately north of the Class Area. Arrow Gear has operated at its facility for over forth years, and has used chlorinated solvents, including TCE . USEPA also found TCE and PCE in the soil and groundwater at the facility.

ANSWER: Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 12 and accordingly denies them.

13. Defendant Bison Gear & Engineering Corporation ("Bison Gear") is an Illinois corporation that formerly owned, occupied, operated, and/or controlled the property located at 2615 Curtiss Street, Downers Grove, Illinois and has owned and/or operated the property located at 2424 Wisconsin Street, Downers Grove, Illinois within the Ellsworth Industrial Park located immediately north of the Class Area. At its 2424 Wisconsin facility, Bison Gear used 1,1,1 TCA, which has entered the soil and gel and groundwater.

ANSWER: Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 13 and accordingly denies them.

14. Defendant The Fairchild Corporation ("Fairchild") is a Delaware corporation that formerly owned, occupied, operated, and/or controlled the properties located at 2324 Curtiss Street and 2400 Curtiss Street, Downers Grove, Illinois within the Ellsworth Industrial Park located immediately north of the Class Area, and/or is otherwise contractually responsible for the contamination at the properties located at 2324 Curtiss Street and 2400 Curtiss Street. Chlorinated solvents have been spilled, and entered the soil and groundwater at these properties.

ANSWER: Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 14 and accordingly denies them.

15. Defendant Lovejoy, Inc. ("Lovejoy") is an Illinois corporation that owns, occupies, operates and/or controls the property located at 2655 Wisconsin Avenue, Downers Grove, Illinois within the Ellsworth Industrial park located immediately north of the Class Area. Lovejoy has used chlorinated solvents at this property, which have entered the soil and groundwater.

ANSWER: Lovejoy admits that it is an Illinois corporation that occupies and conducts business on the property located at 2655 Wisconsin Avenue, Downers Grove, Illinois, which is in the Ellsworth Industrial Park. Lovejoy further admits that it used small amounts of methylene chloride for a short period of time. Lovejoy denies that it ever used any other chlorinated solvents, including, without limitation, TCE, PCE, or TCA, at 2655 Wisconsin Avenue, Downers Grove, Illinois. Lovejoy further answers by denying the remaining allegations in Paragraph 15.

16. Defendant Principal Manufacturing Corp. ("Principal") is an Illinois corporation that owned, occupied, operated, and /or controlled the property located at 5400 Janes Avenue, Downers Grove, Illinois within the Ellsworth Industrial Park located immediately north of the Class Area. Principal has used chlorinated solvents at this property, which have entered the soil and groundwater.

ANSWER: Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 16 and accordingly denies them.

17. Defendant RHI Holdings, Inc. ("RHI") is a Delaware corporation that formerly owned, occupied, operated, and/or controlled the properties located at 2324 Curtiss Street and 2400 Curtiss Street, Downers Grove, Illinois within the Ellsworth Industrial Park located immediately north of the Class Area, and/or is otherwise contractually responsible for the contamination at the properties located at 2324 Curtiss Street and 2400 Curtiss Street. Chlorinated solvents have been spilled, and entered the soil and groundwater at these properties.

ANSWER: Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 17 and accordingly denies them.

Jurisdiction and Venue

18. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1331 as this case arises under the laws of the United States. The claim in Count I seeks relief under the Comprehensive Environmental Response Compensation and Liability Act of 1980, as amended, 42 U.S.C. § 9601, *et. seq.* ("CERCLA").

ANSWER: Lovejoy admits that Plaintiffs have asserted a claim seeking relief pursuant to the Comprehensive Environmental Response Compensation and Liability Act of 1980, as amended, 42 U.S.C. § 9601, *et seq.* ("CERCLA"). Lovejoy denies the remaining allegations of Paragraph 18.

19. Pursuant to 28 U.S.C. § 1367, this Court has supplemental jurisdiction over the state law claims in Counts II through VIII, which are so related to the claims in Count I that they form part of the same case or controversy.

ANSWER: Lovejoy admits that Plaintiffs purport to bring state law claims and assert that the Court has supplemental jurisdiction over these claims. Lovejoy denies the remaining allegations of Paragraph 19.

20. Pursuant to 42 U.S.C. § 9613(b) and 28 U.S.C. § 139(1), venue is proper in this Court because this case arises out of actions which occurred and occur, and pertains to property located, within this judicial district.

ANSWER: Lovejoy admits that this case arises out of actions which allegedly occurred within this judicial district and that this case pertains to property located within this district. Lovejoy further admits that venue would be proper in this Court if there are federal claims over which this Court has jurisdiction. Lovejoy denies the remaining allegations of Paragraph 20.

The Release and Migration of Chlorinated Solvents to Plaintiffs' Homes

21. Each of the defendants has owned or operated facilities which generate or generated, and have dumped, spilled, or otherwise released chlorinated solvents, including TCE and/or PCE, into the soil and groundwater on their properties in the Ellsworth Industrial park in Downers Grove, Illinois.

ANSWER: Lovejoy denies the allegations in Paragraph 21 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 21 and accordingly denies them.

22. TCE and/or PCE and other hazardous substances from each of the defendants' properties have commingled and migrated, and continue to migrate, in liquid and vapor form, in a groundwater plume running from defendants' properties toward and into Plaintiffs' properties and other properties in the Class Area (as defined below), contaminating, infiltrating and threatening the soil, groundwater, domestic water supply and indoor air quality of the homes in the area. Plaintiffs and others in the Class Area have been exposed for many years to potentially dangerous levels of these chemicals through ingestion, dermal exposure and inhalation.

ANSWER: Lovejoy denies the allegations of the first sentence to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to

the truth of the remaining allegations of the first sentence of Paragraph 22 and accordingly denies the same. Lovejoy denies the allegations of the second sentence of Paragraph 22.

23. Beginning in the spring and fall of 2001, the Illinois EPA performed a groundwater investigation just east of I-355 near Downers Grove, in the Class Area. The investigation consisted of three rounds of residential well sampling in the area. Approximately 495 private drinking water wells were sampled and analyzed for volatile organic chemicals. Sample results of more than 84% of the properties revealed elevated levels of PCE, TCE and/or other related VOCs. Over one-half of the samples collected during the first two rounds of sampling contained PCE and/or TCE above the federal safe drinking water standards. Based on these results, USEPA has classified the Ellsworth Industrial Park, including each of the defendants' properties, and the groundwater contamination running from the defendants' properties onto Plaintiffs' properties, as a Superfund site.

ANSWER: Lovejoy admits that the Illinois Environmental Protection Agency ("IEPA") conducted certain investigations in the area of Ellsworth Industrial Park, including groundwater investigations. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 23 and accordingly denies them.

24. Due to the test results, in October 2001, the Illinois Department of Health advised that Plaintiffs and others in the Class Area cease using their wells for drinking water or other purposes. The Department of Health warned Plaintiffs and others in the Class Area to use an alternative water source or install a water treatment unit designed to remove volatile organic compounds. Additionally, in mid-2003, in response to the contamination, the DuPage County Board, citing its obligation to protect the health of its residents, declared "all homes in the

[Class] area must be connected to a public water supply” and enacted legislation requiring that all private groundwater wells in the Class Area must be abandoned and sealed.

ANSWER: Lovejoy admits that the Illinois Department of Public Health evaluated data from certain IEPA investigations. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 24 and accordingly denies them.

25. Despite their knowledge of the test results and their use of chlorinated solvents which have caused the drinking water and indoor air quality problems, none of the defendants have taken action to prevent contamination of the groundwater, and none of the defendants have, as of the date of this complaint, fully provided Plaintiffs or others in the Class Area with a permanent source, or even temporary source of safe water to drink and use in their homes. Nor have any defendants taken measures to fully curtail the inhalation risk from the contaminants into the homes of Plaintiffs and others in the Class Area.

ANSWER: Lovejoy denies the allegations in Paragraph 25 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 25 and accordingly denies them.

26. The releases and spills of hazardous substances from the defendants’ properties and the subsequent migration of such substances from defendants’ properties to the properties of Plaintiffs and others in the Class Area were a result of defendants’ acts or omissions during their ownership and operations, and occurred on a regular basis throughout the years of operation.

ANSWER: Lovejoy denies the allegations in Paragraph 26 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 26 and accordingly denies them.

**The Hazardous Nature of PCE and TCE and
Other Solvents Spilled and Released by Defendants**

27. TCE, PCE and the other volatile organic compounds released by defendants are dangerous substances, which have been linked to a variety of human illnesses, including cancer, and are severely destructive to the environment, including vegetation and wildlife. TCE exposure can cause, among other things, liver and kidney damage and cancers, impaired heart function, impaired fetal development in pregnant women, convulsions, coma and death. PCE exposure can cause, among other things, liver and kidney damage and cancers.

ANSWER: Lovejoy denies the allegations in Paragraph 27 to the extent these allegations relate to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 27 and accordingly denies them.

28. The release of these chemicals by defendants presents an imminent and substantial endangerment to both Plaintiffs' health and that of others in the Class Area, and the environment.

ANSWER: Lovejoy denies the allegations in Paragraph 28 to the extent these allegations relate to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 28 and accordingly denies them.

The Harm to Plaintiffs Resulting from the Contamination

29. As a result of the contamination, the value of the Plaintiffs' properties and other properties in the Class Area has been substantially decreased, and impaired. This contamination, even if ultimately remediated, places a stigma upon their properties, which negatively affects the fair market value of their properties.

ANSWER: Lovejoy denies the allegations of Paragraph 29.

30. The releases have threatened Plaintiffs' health and others in the Class Area and expose them to injury and the fear of future injury, including increased cancer rate and adversely affected water sources for drinking and domestic use. As a result of the releases and the exposure to Plaintiffs and others in the Class Area to these toxic chemicals, medical monitoring of Plaintiffs and others in the Class Area is necessary to detect the onset of future harm. Additionally, the releases have disrupted their lives on a daily basis, causing considerable stress, inconvenience and discomfort. The releases have left Plaintiffs and others in the Class Area without a reliable water source for drinking and domestic use.

ANSWER: Lovejoy denies the allegations of Paragraph 30.

31. Plaintiffs and others in the Class Area have expended time and money to respond to the releases, including, but not limited to, purchasing bottled water and/or filtration systems, buying fans to disperse the contamination, and investigating the nature of release. Additionally, in order to secure an adequate supply of drinking water and prevent exposure to air contamination, Plaintiffs and others in the Class Area have expended or will have to expend

large amounts of money to connect to Lake Michigan water, and shield their homes from airborne contamination.

ANSWER: Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 31 and accordingly denies them.

Class Allegations

32. Plaintiffs bring each of the claims in this action in their own names and on behalf of a class of all persons similarly situated (the "Class"), pursuant to Rule 23 of the Federal Rules of Civil Procedure.

ANSWER: Lovejoy admits that Plaintiffs purport to bring this action in their own names and on behalf of a class of all persons similarly situated. Lovejoy denies that this action is proper and denies the remaining allegations of Paragraph 32.

33. The Class consists of:

All persons who currently, or in the past, own(ed) or reside(d), on property within the area generally bounded by Wisconsin to the north 63rd Street to the south, Dunham Street to the east, and Interstate 355 to the west (provided however, the specific class area is more particularly described on the map attached hereto as Exhibit "A" and by the legal description which is attached as Exhibit "B" hereto) whose properties have been impacted, or a threat exists that it will be impacted, by hazardous substances released within the Ellsworth Industrial Site.

ANSWER: Lovejoy admits that the Court certified a class by orders of February 10, 2005 and June 29, 2005. Lovejoy denies the remaining allegations in Paragraph 33.

34. The Class is so numerous that joinder of all members is impractical. The number of homes in the affected area, which have been or may in the future be damaged by hazardous

substances, exceeds 800 and, therefore, the number of Class members also exceeds 800 people, and likely includes in excess of 2000 people.

ANSWER: Lovejoy denies the allegations of Paragraph 34.

35. There are common questions of law and fact that affect the rights of each member of the Class, and the types of relief sought are common to the entire Class. The same conduct by each defendant has injured each member of the Class. The Class members are all impacted by groundwater contamination caused by defendants, which is the predominant question in this matter. A class action is superior to other available methods for the fair and efficient adjudication of the controversy.

ANSWER: Lovejoy denies the allegations of Paragraph 35.

36. Plaintiffs' claims are typical of the claims of the Class. All are based upon the same factual and legal theories. It is the same conduct by each defendant that has injured each member of the Class.

ANSWER: Lovejoy denies the allegations of Paragraph 36.

37. The principal issue in this matter involves defendants' conduct in disposing and releasing hazardous substances and wastes into groundwater which impacts numerous property owners in the Class. The prosecution of separate actions by individual members of the Class would potentially result in inconsistent or varying adjudications with respect to individual members of the Class. Prosecution of separate actions would establish incompatible standards of conduct for defendants, which would be dispositive of the interests of other members not parties

to the adjudications, and substantially impair or impede other member's ability to protect their interests.

ANSWER: Lovejoy denies the allegations in Paragraph 37.

38 Defendants' actions which have contaminated the same groundwater source used by numerous property owners in the Class Area makes final injunctive relief with respect to the class appropriate.

ANSWER: Lovejoy denies the allegations in Paragraph 38.

39. Plaintiffs will fairly and adequately represent and protect the interests of the Class.

ANSWER: Lovejoy denies the allegations in Paragraph 39.

40. Plaintiffs have retained counsel who are competent and experienced to represent the class of plaintiffs.

ANSWER: Lovejoy is without sufficient information to form a belief as to the truth of the allegations of Paragraph 40 and accordingly denies them.

COUNT I

CERCLA COST RECOVERY, 42 U.S.C. § 9607(a)

41. Plaintiffs, individually and on behalf of the Class defined herein, repeat and reallege and incorporate by reference paragraphs 1 through 40 as paragraph 41 of this Count I, as though fully set forth herein.

ANSWER: Lovejoy incorporates its answers to Paragraphs 1 through 40 as its answer to Paragraph 41 as if fully set forth herein.

42. Each defendant is a "person" as defined by § 101(21) CERCLA, 42 U.S.C. § 9601(21).

ANSWER: Lovejoy admits the allegations of Paragraph 42 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 42 and accordingly denies them.

43. Each of the defendants were and/or continue to be owners and/or "operators" of a "facility" and a portion of a "facility," within the meaning of §§ 101(2), 101(9) and 107(a) of CERCLA, 42 U.S.C. §§ 9601(20), 9601(9), 9607(a). The "facilities" include each of defendants' properties and the USEPA Superfund site, which includes the groundwater plume running from the Ellsworth Industrial Park onto Plaintiffs' and the Class' properties.

ANSWER: Lovejoy denies the allegations in Paragraph 43 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 43 and accordingly denies them.

44. The substances, including PCE and TCE, used or stored at each of the defendants' facilities were and are "hazardous substances," within the meaning of § 101(14) of CERCLA, 42 U.S.C. § 9601(14).

ANSWER: Lovejoy admits that perchloroethylene and trichloroethylene are "hazardous substances" within the meaning of § 101(14) of CERCLA, 42 U.S.C. § 9601(14). Lovejoy denies the remaining allegations of Paragraph 44.

45. There have been and continue to be "releases" or "threatened releases" of hazardous substances into the environment at each of the defendants' facilities and at the USEPA Superfund site, within the meaning of §§ 101(22) and 107(a) of CERCLA, 42 U.S.C. §§ 9601(22) and 9607(a). The hazardous substances released include, but are not limited to, PCE and TCE.

ANSWER: Lovejoy denies the allegations in Paragraph 45 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 45 and accordingly denies them.

46 Defendants' releases have migrated towards and into Plaintiffs' properties, including Plaintiffs' water supply and the air Plaintiffs breathe. Plaintiffs have not contaminated any facility in any way.

ANSWER: Lovejoy denies the allegations in Paragraph 46 to the extent the allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations in Paragraph 46 and accordingly denies them.

47. Defendants are liable under § 107 of CERCLA, 42 U.S.C. § 9607(a), because they generated and disposed of hazardous substances, including PCE and/or TCE, they are the current or former operators of a facility, and because they owned or operated a facility when hazardous substances were used, used, disposed, or otherwise discharged thereon.

ANSWER: Lovejoy denies the allegations in Paragraph 47 to the extent the allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 47 and accordingly denies them.

48. As a result of the releases or threatened releases of hazardous substances, Plaintiffs and the Class have incurred and continue to incur "response" costs within the meaning of §§ 101(23)-(25) of CERCLA, 42 U.S.C. §§ 9601(23)-(25), including, but not limited to, the retention of an environmental consultant to perform preliminary investigations of the contamination of Plaintiffs' and the Class' property, as well the cost of alternative water sources. All such costs are necessary costs of response, and, to the extent required, consistent with the National Contingency Plan. Plaintiffs and the Class will continue to incur such response costs in the future. Plaintiffs and the Class are entitled to full reimbursement from defendants for all such costs, pursuant to § 107(a) of CERCLA, 42 U.S.C. § 9607(a).

ANSWER: Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 48 regarding the costs incurred or anticipated by Plaintiffs and accordingly denies them. Lovejoy denies the remaining allegations of Paragraph

COUNT II

NUISANCE

49. Plaintiffs, individually and on behalf of the Class defined herein, repeat, reallege and incorporate by reference paragraphs 1 through 48 of the Common Allegations as paragraph 49 of this Count II, as though fully set forth herein.

ANSWER: Lovejoy incorporates its answers to Paragraphs 1 through 48 as its answer to Paragraph 49 as if fully set forth herein.

50. The contamination of the soils and groundwater at, in, on or beneath properties, and residential properties adjacent to and in the area of said properties occurred and persists because of all defendants' acts and omissions including, but not limited to, their operation and maintenance of their facility and equipment, their handling, storage, use and disposal of hazardous substances; and/or their failure to promptly and effectively address such contamination to prevent further migration of the contaminants.

ANSWER: Lovejoy denies the allegations in Paragraph 50 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 50 and accordingly denies the same.

51. Defendants' contamination of the soils and groundwater and their failure to address such contamination constitutes an unreasonable, unwarranted and unlawful use of the properties and substantially interferes with Plaintiffs' and the Class' reasonable use, development and enjoyment of their properties.

ANSWER: Lovejoy denies the allegations in Paragraph 51 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 51 and accordingly denies the same.

52. As alleged above, Plaintiffs and the Class have incurred substantial damage as a result of defendants' creation and maintenance of such contamination, constituting a nuisance.

ANSWER: Lovejoy denies the allegations in Paragraph 52 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 52 and accordingly denies the same.

53. Moreover, the Defendants have committed the foregoing acts of nuisance intentionally and/or with such gross negligence as to indicate a wanton or reckless disregard of the rights of others.

ANSWER: Lovejoy denies the allegations in Paragraph 53 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 53 and accordingly denies the same.

COUNT III

TRESPASS

54. Plaintiffs, individually and on behalf of the Class defined herein, repeat and reallege and incorporate by reference paragraphs 1 through 52 of the Common Allegations as Paragraph 53 [sic] of this Count III, as though fully set forth herein.

ANSWER: Lovejoy incorporates its answers to Paragraphs 1 through 52 as its answer to Paragraph 54 as if fully set forth herein.

55. Each defendant had and has a duty not to permit or allow hazardous substances transported to, used or stored at their property to invade adjacent residential properties. Defendants also had a duty not to allow the continuance of this wrongful trespass. Defendants have breached these duties by their wrongful acts and omissions resulting in the contamination and failure to take action to prevent further migration of the contamination.

ANSWER: Lovejoy denies the allegations in Paragraph 55 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 55 and accordingly denies them.

56. Defendants' wrongful acts and omissions have resulted in releases of contaminants from their properties into the environment, and the migration of such contaminants at, in, on or beneath other properties in the area, without consent of the Plaintiffs or Class members.

ANSWER: Lovejoy denies the allegations in Paragraph 56 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 56 and accordingly denies them.

57. The invasion of the adjacent real property exclusively possessed by Plaintiffs and the Class by contamination released by Defendants, was due to unreasonable, unwarranted, and unlawful conduct of defendants and constitutes a wrongful trespass upon the land owned by Plaintiffs and Class members.

ANSWER: Lovejoy denies the allegations in Paragraph 57 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 57 and accordingly denies them.

58. As a result of defendants' wrongful trespass, the lawful rights of the Plaintiffs' and the class to use and enjoy their properties has been substantially interfered with, and Plaintiffs and the class has been damages.

ANSWER: Lovejoy denies the allegations in Paragraph 58 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 58 and accordingly denies them.

COUNT IV

ULTRAHAZARDOUS ACTIVITY – STRICT LIABILITY

59. Plaintiffs, individually and on behalf of the Class defined herein, repeat and reallege and incorporate by reference paragraphs 1 through 57 of the Common Allegations as paragraph 58 [sic] of this Count IV, as though fully set forth herein.

ANSWER: Lovejoy incorporates its answers to Paragraphs 1 through 57 as its answer to Paragraph 59 as if fully set forth herein.

60. The defendants' generation and disposal of solid and hazardous substances at their facilities and operation of their facilities using solid and hazardous substances in a densely populated area of DuPage County close to private drinking water wells, are ultrahazardous activities.

ANSWER: Lovejoy denies the allegations in Paragraph 60 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 60 and accordingly denies them.

61. As a direct result of the defendants' engaging in the aforementioned ultrahazardous activities, TCE, PCE and other hazardous chemicals have been released from defendants' facilities into the groundwater used by Plaintiffs and the Class.

ANSWER: Lovejoy denies the allegations in Paragraph 61 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 61 and accordingly denies them.

62. As a direct or proximate result of the defendants' engaging in the aforementioned ultrahazardous activities, the Plaintiffs and the Class have suffered substantial damages.

ANSWER: Lovejoy denies the allegations in Paragraph 62 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 62 and accordingly denies them.

COUNT V

RES IPSA LOQUITUR

63. Plaintiffs, individually and on behalf of the Class defined herein, repeat and reallege and incorporate by reference paragraphs 1 through 61 of the Common Allegations as paragraph 62 [sic] of this Count V, as though fully set forth herein.

ANSWER: Lovejoy incorporates its answers to Paragraphs 1 through 61 as its answer to Paragraph 63 as if fully set forth herein.

64. As generators of solid wastes and hazardous substances at the Superfund site, and operators of their facilities, the defendants owed a duty to Plaintiffs to prevent the release of TCE, PCE and other hazardous chemicals into the groundwater used by Plaintiffs.

ANSWER: Lovejoy denies the allegations in Paragraph 64 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 64 and accordingly denies them.

65. If ordinary care is used, TCE, PCE and other hazardous chemicals would not be released from defendants' facilities into the groundwater used by Plaintiffs.

ANSWER: Lovejoy denies the allegations in Paragraph 65 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 65 and accordingly denies them.

66. The release of TCE, PCE and other hazardous chemicals would not have occurred but for the negligent acts or omissions of the defendants.

ANSWER: Lovejoy denies the allegations in Paragraph 66 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 66 and accordingly denies them.

COUNT VI

NEGLIGENCE AND GROSS NEGLIGENCE

68. Plaintiffs, individually and on behalf of the Class defined herein, repeat and reallege and incorporate by reference paragraphs 1 through 66 of the Common Allegations as paragraph 67 [sic] of this Count VI, as though fully set forth herein.

ANSWER: Lovejoy incorporates its answers to Paragraphs 1 through 66 as its answer to Paragraph 68 as if fully set forth herein.

69. Defendants had a duty to Plaintiffs and the Class not to permit or allow hazardous substances at the properties to invade adjacent residential properties. Defendants also had a duty to promptly respond to any release of contaminants in a manner which would prevent further migration of the contaminants, and to warn plaintiffs of the release or threatened release of TCE, PCE and other hazardous substances into or towards the groundwater used by Plaintiffs.

ANSWER: Lovejoy denies the allegations in Paragraph 69 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 69 and accordingly denies them.

70. Upon information and belief, defendants have breached these duties by their negligent acts and omissions in operating and maintaining their facility; maintaining their equipment; installing their equipment, their handling, storage, use and disposal of hazardous substances; their failure to promptly and effectively address such contamination to prevent further migration of the contaminants; and their failure to warn Plaintiffs of the release of threatened release.

ANSWER: Lovejoy denies the allegations in Paragraph 70 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 70 and accordingly denies them.

71. Defendants' breach of their duties to Plaintiffs and the Class have caused substantial injury and damage to Plaintiffs and the Class.

ANSWER: Lovejoy denies the allegations in Paragraph 71 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 71 and accordingly denies them

72. Moreover, the Defendants' acts and omissions were committed intentionally and/or with such gross negligence as to indicate a wanton or reckless disregard of the rights of others.

ANSWER: Lovejoy denies the allegations in Paragraph 72 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 72 and accordingly denies them

COUNT VII

NEGLIGENCE BASED ON STATUTORY VIOLATION

73. Plaintiffs, individually and on behalf of the Class defined herein, repeat, reallege and incorporate by reference paragraphs 1 through 70 of the Common Allegations as paragraph 71 [sic] of this Count VII, as though fully set herein.

ANSWER: Lovejoy incorporates its answers to Paragraphs 1 through 70 as its answer to Paragraph 73 as if fully set forth herein.

74. Defendants, by their actions set forth herein, have caused or threatened or allowed the discharge of contaminants into the environment so as to cause water pollution in violation of § 12(a) of the Illinois Environmental Protection Act, 415 ILCS 5/12(a). The Illinois Attorney General itself has alleged that several defendants violated 415 ILCS 5/12(a). Section 12(a) was

designed to protect human health and life of persons such as Plaintiffs and the class who drink the water.

ANSWER: Lovejoy denies the allegations in Paragraph 74 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 74 and accordingly denies them.

75. Defendants, by their actions set forth herein, have deposited contaminants upon the land in such place and manner as to cause a water pollution hazard in violation of § 12(d) of the Illinois Environmental Protection Act, 415 ILCS 5/12(d). The Illinois Attorney General itself has alleged that several defendants violated 415 ILCS 5/12(d). Section 12(d) was designed to protect human health and life of such persons as Plaintiffs and the Class who drink, and are otherwise exposed to, the water. Plaintiffs' injuries, as alleged herein, including exposure to contaminated water, are the types of injuries that the Environmental Protection Act is designed to protect against.

ANSWER: Lovejoy denies the allegations in Paragraph 75 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 75 and accordingly denies them.

76. As a result of the violations alleged herein, defendants' actions in causing and threatening water pollution and causing a water pollution hazard, defendants' actions constitute prima facie negligence.

ANSWER: Lovejoy denies the allegations in Paragraph 76 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 76 and accordingly denies them.

77. As a direct or proximate result of these violations, defendants have caused substantial injury and damage to Plaintiffs and the Class.

ANSWER: Lovejoy denies the allegations in Paragraph 77 to the extent these allegations pertain to Lovejoy. Lovejoy is without knowledge or information sufficient to form a belief as to the truth of the remaining allegations of Paragraph 77 and accordingly denies them.

AFFIRMATIVE DEFENSES

Affirmative Defense No. 1

Plaintiffs' Complaint fails to state a claim upon which relief could be granted against Lovejoy.

Affirmative Defense No. 2

Plaintiffs' *res ipsa loquitur* claim (Count V) fails to state a claim upon which relief can be granted against Lovejoy. Plaintiffs do not allege that Lovejoy exercised exclusive control over the instrumentality that allegedly caused Plaintiffs' injuries, which is a requirement to invoke the doctrine of *res ipsa loquitur*.

Affirmative Defense No. 3

Plaintiffs' claims are barred to the extent Plaintiffs failed to mitigate their damages. Plaintiffs failed to mitigate or otherwise limit their damages by, among other things, continuing to use allegedly contaminated water for showers, baths, swimming pools and other uses after learning of the alleged contamination. In addition, Plaintiffs failed to take other sufficient

measures to protect themselves from any alleged contamination, including, without limitation, removing or otherwise eliminating contaminants from their water prior to use.

Affirmative Defense No. 4

Lovejoy is entitled to a setoff in an amount equal to all amounts Plaintiffs have recovered or in the future may recover from any other defendants or other person, whether in settlement or by judgment, including, without limitation, any amounts paid on Plaintiffs' behalf to provide Lake Michigan water to Plaintiffs' homes. Lovejoy's alleged liability, if any, must be reduced by the amounts of all such recoveries.

Affirmative Defense No. 5

Plaintiffs' claims are barred by the applicable statutes of limitations.

Affirmative Defense No. 6

To the extent Plaintiffs seek damages for medical monitoring, Plaintiffs' claims are barred by the two-year statute of limitations period applicable to personal injury claims. Plaintiffs knew of their alleged injuries and that the injuries may have been wrongfully caused more than two year prior to filing suit against Lovejoy.

Affirmative Defense No. 7

Any alleged contamination of Plaintiffs' properties and the resulting damages, if any, were caused solely by acts or omissions of third parties, including, without limitation, other named defendants and Corning Inc.'s predecessor, Harper-Wyman, Inc. These third-parties were not employees or agents of Lovejoy and the acts and/or omissions did not occur in connection with any contractual relationship with Lovejoy. Moreover, Lovejoy exercised due care with respect to the hazardous substances and took precaution against the foreseeable acts and omissions of these third parties.

Affirmative Defense No. 8

Plaintiffs' Illinois common law claims are barred, in whole or in part, due to contributory or comparable fault by the Plaintiffs. Plaintiffs failed to exercise due care by, among other things, continuing to use allegedly contaminated water for showers, baths, filling their swimming pool and for other uses after learning of the alleged contamination. In addition, Plaintiffs failed to take sufficient measures to remove or otherwise eliminate contaminants from their water prior to use.

Affirmative Defense No. 9

Any class members whose wells have not been impacted by any hazardous substances or who have not been impacted above state and/of federal regulatory standards lack standing to assert the claims included in Plaintiffs' Complaint.

Affirmative Defense No. 10

Plaintiffs have failed to join parties needed for a just adjudication and in whose absence this action should not proceed.

Affirmative Defense No. 11

Plaintiffs' claims are barred by the equitable doctrine of laches. Despite knowing of potential claims against Lovejoy for several years, Plaintiffs failed to timely assert claims against Lovejoy to Lovejoy's detriment.

Affirmative Defense No. 12

Any alleged harms suffered by Plaintiffs are the result of acts or omissions of parties other than Lovejoy that constitute intervening or superceding causes.

Affirmative Defense No. 13

Without admitting liability, any damages or response costs allegedly suffered by Plaintiffs due to the alleged conduct of Lovejoy are divisible and separate from the damages and response costs caused by other parties.

Affirmative Defense No. 14

Lovejoy hereby asserts and adopts all other defenses that have been or will be asserted at any time by any other party to this action. Lovejoy reserves the right to assert any additional defenses which may become apparent during discovery in this case, and reserves its right to amend its answer to assert additional affirmative defenses.

WHEREFORE, Lovejoy respectfully requests that this Court enter judgment in its favor and dismiss, with prejudice all claims asserted by Plaintiffs and grant any other relief that this Court deems just and proper, including the costs of this action and reasonable attorneys' fees.

DATE: June 19, 2006

Respectfully submitted,

By /s/ Albert M. Bower
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CERTIFICATE OF SERVICE

Albert M. Bower, one of the Lovejoy's attorneys, hereby certifies that he caused a true and correct copy of the foregoing, DEFENDANT LOVEJOY, INC.'S ANSWER AND AFFIRMATIVE DEFENSES TO PLAINTIFFS' SECOND AMENDED COMPLAINT, to be served upon the following Filing Users pursuant to the Northern District of Illinois General Order on Electronic Case Filing on June 19, 2006:

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